BORA LASKIN LAW LIBRARY
3 1761 09564199 9

UNIVERSITY OF TORONTO
FACULTY OF LAW

FOR STUDENT USE ONLY

Seminar Readings for

CORPORATIONS, INDIVIDUALS AND THE STATE

Fall 2013

Volume 1 of 2

Professor Lee
Faculty of Law, University of Toronto

STORAGE
K
1315
.L44
2013
v.1
c.1

BORA LASKIN LAW LIBRARY

SEP - 5 2013

FACULTY OF LAW
UNIVERSITY OF TORONTO

FOR STUDENT USE ONLY

Seminar Readings for

CORPORATIONS, INDIVIDUALS AND THE STATE

Fall 2013

Volume 1 of 2

Professor Lee
Faculty of Law, University of Toronto

Digitized by the Internet Archive
in 2018 with funding from
University of Toronto

https://archive.org/details/seminarreadingsf01leei_0

Seminar Readings for
Corporations, Individuals and the State
Fall 2013, Professor Lee, Volume I

Contents

TOPIC 1: BASIC PRINCIPLES OF AND THEORETICAL APPROACHES TO CORPORATE LEGAL PERSONALITY **4**

Canada Business Corporations Act, ss. 5(1), 8(1), 9, 15 5
Interpretation Act, ss. 21(1), 33(1), 35(1) "person" 6
Salomon v. Salomon & Co. 7
Frank Easterbrook and Daniel Fischel, "The Corporate Contract" 14
Michael Jensen and William Meckling, "Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure" 19
Blair, "Locking in Capital: What Corporate Law Achieved for Business Organizers in the Nineteenth Century" 28

TOPIC 2: CORPORATE CRIMINAL RESPONSIBILITY: WHY DO WE PUNISH CORPORATIONS? **65**

An Act to amend the Criminal Code (criminal liability of organizations) 66
Canadian Dredge and Dock v. R. 69
Rhône (The) v. Peter A.B. Widener (The) 77
Daniel Fischel and Alan Sykes, "Corporate Crime" 87
Jennifer Quaid, "The Assessment of Corporate Criminal Liability on the Basis of Corporate Identity: An Analysis" 97

TOPIC 3: WHY SHOULD CORPORATIONS HAVE TO PAY TAX? **133**

Osler, Hoskin & Harcourt, "Introduction to Canada's Taxation System" 134
Robert Reich, "A Citizen's Guide to Supercapitalism" 135
Reuven Avi-Yonah, "Corporations, Society, and the State: A Defense of the Corporate Tax" 137
Richard Bird, "Why Tax Corporations?" 158
Steven Bank, "A Capital Lock-In Theory of the Corporate Income Tax" 169

TOPIC 4: DO CORPORATIONS HAVE FUNDAMENTAL RIGHTS? **182**

R. v. Big M Drug Mart Ltd. 183
Irwin Toy v. Quebec 185
R. v. Wholesale Travel 189
R. v. CIP Inc. 193
Canadian Egg Marketing Agency v. Richardson 201
Chris Tollefson, "Corporate Constitutional Rights and the Supreme Court of Canada" 206

Amicus Brief of ReclaimDemocracy.org in support of Kasky, submitted in Nike v. Kasky (U.S.S.C.) 221
Tom Bennigson, "Nike Revisited: Can Commercial Corporations Engage in Non-Commercial Speech?" 229
Mark Tushnet, "Review of Roger A. Shiner, Freedom of Commercial Expression" 231
Carl J. Meyer, "Personalizing the Impersonal: Corporations and the Bill Of Rights" 232

TOPIC 5: CAMPAIGN FINANCE: SHOULD CORPORATIONS BE ABLE TO PARTICIPATE IN THE POLITICAL PROCESS? 236

Austin v. Michigan Chamber of Commerce 237
Citizens United v. Federal Election Commission 252
Larry E. Ribstein, "Corporate Political Speech" 303